

**UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*,

Debtors.¹

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO SALES TAX FINANCING
CORPORATION (COFINA),

Debtor.

PROMESA

Title III

No. 17 BK 3284-LTS

**INFORMATIVE MOTION OF THE FINANCIAL OVERSIGHT AND MANAGEMENT
BOARD FOR PUERTO RICO REGARDING CONSOLIDATED EXHIBITS FOR
JANUARY 16, 2019 HEARING ON (I) MOTION PURSUANT TO BANKRUPTCY RULE
9019 FOR ORDER APPROVING SETTLEMENT BETWEEN THE COMMONWEALTH
AND COFINA AND (II) CONCERNING CONFIRMATION OF THE COFINA PLAN OF
ADJUSTMENT**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747). (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States District Court Judge Laura Taylor Swain:

Pursuant to the Court’s Order Regarding Procedures For Attendance, Participation, and Observation of January 16, 2019 Hearing [Case No. 17-BK-3284, ECF No. 431], Puerto Rico Sales Tax Financing Corporation (“COFINA”), as the Title III debtor in the above-captioned Title III cases (the “Debtor”) under the *Puerto Rico Oversight, Management, and Economic Stability Act* (“PROMESA”), by and through the Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), as the Debtor’s representative pursuant to section 315(b) of PROMESA, respectfully states as follows:²

The Oversight Board respectfully submits the following consolidated list of Debtor’s exhibits for the January 16, 2019 Hearings Regarding (i) the 9019 Settlement Approval Motion and (ii) the COFINA Plan of Adjustment Confirmation Motion:

Doc ID	Date Offered	Marked	Date Admitted	Description of Exhibits
A		DX-A		Order Appointing Mediation Team [Case No. 17 BK 3283, ECF No. 430]
B		DX-B		Stipulation and Order Approving Procedure to Resolve Commonwealth-COFINA Dispute [Case No. 17-3283, ECF No. 996] (the “Procedures Order”)
C		DX-C		Joint Informative Motion of Commonwealth Agent and COFINA Agent Disclosing Agreement in Principle, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 486 (“Agreement in Principle”)
D		DX-D		Amended and Restated Plan Support Agreement, dated as of September 20, 2018, by and among (a) Financial Oversight and Management Board for Puerto Rico, (b) the Puerto Rico Sales Tax Financing

² On January 12, 2019, the Debtor filed its Appendix of Consolidated Exhibits Referenced in the (I) Declaration of David M. Brownstein in Support of COFINA’s Plan of Adjustment, (II) Declaration of Natalie A. Jaresko in Support of COFINA’s Plan of Adjustment, and (III) Declaration of Natalie A. Jaresko in Support of Approval of the Commonwealth’s 9019 Settlement Motion (the “Appendix”), attaching the relevant exhibits. To avoid burdening the Court’s file, no duplicates of the exhibits attached to the Appendix will be filed again with this Informative Motion. To the extent there were additional exhibits not attached to the Appendix, but otherwise required to be filed, any such exhibits are now filed with this Informative Motion.

				Corporation, (c) the Puerto Rico Fiscal Agency and Financial Advisory Authority, (d) holders of Senior COFINA Bond Claims, (e) Ambac Assurance Corporation, (f) National Public Finance Guarantee Corporation, (g) holders of Junior COFINA Bond Claims, (h) Assured Guaranty Municipal Corp., and (i) Bonistas del Patio, Inc. ("A&R Plan Support Agreement")
E		DX-E		Settlement Agreement, dated as of October 19, 2018, between the Financial Oversight and Management Board for Puerto Rico, as representative of the Commonwealth of Puerto Rico, and Bettina M. Whyte, in her capacity as the court-appointed agent of the Oversight Board, as representative of the Puerto Rico Sales Tax Financing Corporation ("Settlement Agreement")
F		DX-F		Disclosure Statement for the Second Amended Title III Plan of Adjustment of the Debts of Puerto Rico Sales Tax Financing Corporation [Case No. 17 BK 3284, ECF No. 368] (as may be modified further, the "Disclosure Statement")
G		DX-G		Third Amended Title III Plan of Adjustment of Puerto Rico Sales Tax Financing Corporation [Case No. 17 BK 3284, ECF No. 436] (as may be modified further, the "Plan")
H		DX-H		Plan Supplement and Plan Related Documents of Puerto Rico Sales Tax Financing Corporation (the "Plan Supplement") [Case No. 17-3283, ECF No. 4588]
I		DX-I		COFINA Second Amended Plan of Adjustment Supplement and Related Documents [Case No. 17-3283, ECF No. 4590]
J		DX-J		Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots and Election Notices, and Voting and Election Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting and Election Deadlines, and (VIII) Approving Vote Tabulation Procedures [Case No. 17 BK 3284, ECF No. 375] (the "Disclosure Statement Order")
K		DX-K		Amended and Restated Sales Tax Revenue Bond Resolution, adopted on July 13, 2007, as amended and restated on June 10, 2009 ("Resolution")
L		DX-L		New Fiscal Plan for Puerto Rico, as certified by the Financial Oversight and Management Board for Puerto Rico, dated October 23, 2018 ("Fiscal Plan")
M		DX-M		Complaint, Lex Claims, LLC v. Garcia-Padilla; District Court, District of Puerto Rico, July 20, 2016,

				Case No. 16-2374-FAB, ECF No. 1 (“Lex Claims Litigation”)
N		DX-N		Second Amended Complaint, Lex Claims, LLC v. Garcia-Padilla; District Court, District of Puerto Rico, November 4, 2016, Case No. 16-2374-FAB, ECF No. 78
O		DX-O		Answer to Second Amended Complaint, Lex Claims, LLC v. Garcia-Padilla; District Court, District of Puerto Rico, December 16, 2016, Case No. 16-2374-FAB, ECF No. 164
P		DX-P		Intervenor-Defendant Ambac Assurance Corporation’s Motion to Dismiss Plaintiff’s PROMESA § 303(3) Claim, to Strike Certain Portions of the SAC’s Prayer for Relief, or, in the Alternative, to Certify the COFINA Question to the Supreme Court of Puerto Rico, Lex Claims, LLC v. Garcia-Padilla; District of Puerto Rico, December 16, 2016, Case No. 16-2374-FAB, ECF No. 232
Q		DX-Q		Whitebox Multi-Strategy Partners, L.P., et al. v. Bank of New York Mellon Corp., 651969/2017 (Sup. Ct. N.Y. County April 12, 2017) [ECF No. 1]
R		DX-R		Ambac Assurance Corp. V. The Bank of New York Mellon, 652356/2017 (Sup. Ct. N.Y. May 2, 2017) [ECF No. 1]
S		DX-S		Complaint, Bank of New York Mellon v. COFINA, et al. [Adv. Pro. No. 17-00133, ECF No. 1] (the “Interpleader Action”)
T		DX-T		Order Granting Interpleader, Staying Pending and Future Litigation Against the Bank of New York Mellon, as Trustee, Pursuant to 28 U.S.C. § 2361, and Granting Related Relief [Adv. Pro. No. 17-00133, ECF No. 110] (the “Disputed Funds Order”)
U		DX-U		Stipulation and [Proposed] Order, [Adv. Pro. No. 17-00133, ECF No. 420]
V		DX-V		Motion of Debtors for Order Approving Procedure to Resolve Commonwealth-COFINA Dispute [Case No. 17-3283, ECF No. 303] (the “Commonwealth-COFINA Dispute Procedures Motion”)
W		DX-W		Order Denying, Without Prejudice, Commonwealth-COFINA Dispute Procedures Motion [Case No. 17-3283, ECF No. 544]
X		DX-X		Revised Motion of Debtors for Order Approving Stipulation Providing Procedure to Resolve Commonwealth-COFINA Dispute [Case No. 17-3283, ECF No. 718]
Y		DX-Y		Complaint, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 1 (“Adversary Proceeding Complaint”)

Z		DX-Z		Answer, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 27
AA		DX-AA		Mutual Fund Group's and Puerto Rico Funds' Answer and Counterclaims, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 88
BB		DX-BB		Answer in Intervention and Counter- and Crossclaims of the COFINA Senior Bondholders' Coalition, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 90
CC		DX-CC		Intervenor-Defendant and Counterclaimant Ambac Assurance Corporation's Answer and Affirmative Defenses to the Unsecured Creditor Committee's Amended Complaint and Counterclaims Against the Commonwealth, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 94
DD		DX-DD		Commonwealth Agent's Motion for Summary Judgment and Incorporated Memorandum of Law, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF Nos. 321, 322, 323, 324
EE		DX-EE		Motion for Summary Judgment of Intervenor Official Committee of Retirees; Joinder in Plaintiff's Motion for Summary Judgment, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 300
FF		DX-FF		Motion for Summary Judgment of the Ad Hoc Group of General Obligation Bondholders, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 314
GG		DX-GG		Memorandum of Law in Support of Motion for Summary Judgment by the COFINA Agent, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF Nos. 312, 316, 317
HH		DX-HH		Memorandum of Law of COFINA Senior Bondholders' Coalition in Support of Motion for Summary Judgment, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 307
II		DX-II		Mutual Fund Group's and Puerto Rico Funds' Motion for Summary Judgment, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 318
JJ		DX-JJ		Joinder of National Public Finance Guarantee Corporation to the Motion for Summary Judgment by the COFINA Agent, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 320

KK		DX-KK		Joinder of Ambac Assurance Corporation to the Motion for Summary Judgment by the COFINA Agent, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 325
LL		DX-LL		Hearing Transcript, April 10, 2018, Adv. Proc. No. 17-00257
MM		DX-MM		Motion and Incorporated Memorandum of Law of the COFINA Agent to Certify Questions Under Puerto Rico Law to the Supreme Court of Puerto Rico, Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 329
NN		DX-NN		Statement of the COFINA Senior Bondholders' Coalition in Support of, and Joinder to, the Motion of the COFINA Agent to Certify Questions Under Puerto Rico Law to the Supreme Court of Puerto Rico, Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 332
OO		DX-OO		Mutual Fund Group and Puerto Rico Funds' Motion to Certify Questions of Law to the Supreme Court of Puerto Rico, Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 331
PP		DX-PP		Joinder of AAFAF to the Oversight Board's Opposition to the COFINA Agent's Motion of to Certify Questions Under Puerto Rico Law to the Supreme Court of Puerto Rico, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 339
QQ		DX-QQ		Ambac Assurance Corporation and National Public Finance Corporation's (I) Limited Objection to Motion of the COFINA Agent to Certify Questions to the Supreme Court of Puerto Rico, and (II) Cross-Motion, in the Alternative, to Certify Alternative Questions to the Supreme Court of Puerto Rico, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 421
RR		DX-RR		Omnibus Objection of the Ad Hoc Group of General Obligation Bondholders to Motions to Certify Questions to the Supreme Court of Puerto Rico, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 437
SS		DX-SS		Omnibus Objection of Commonwealth Agent to (A) COFINA Agent's Motion to Certify Questions under Puerto Rico Law to the Supreme Court of Puerto Rico [Docket No. 329]; (B) Mutual Fund Group and Puerto Rico Funds' Motion to Certify Questions of Law to the Supreme Court of Puerto Rico [Docket No. 331]; (C) Statement of the COFINA Senior Bondholders' Coalition in Support of, and Joinder to, the Motion of the COFINA Agent to Certify Questions under Puerto Rico Law to Supreme Court of Puerto Rico [Docket

				No. 332]; and (D) Ambac Assurance Corporation and National Public Finance Corporation's (I) Limited Objection to Motion of COFINA Agent to Certify Questions to the Supreme Court of Puerto Rico and (II) Cross-Motion, in the Alternative, to Certify Alternative Questions to the Supreme Court of Puerto Rico [Docket No. 421], Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 438.
TT		DX-TT		Memorandum Order, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 483.
UU		DX-UU		Press Release, Oversight Board Reaches Deal with COFINA Bondholder, Financial Oversight and Management Board for Puerto Rico, dated August 8, 2018.
VV		DX-VV		Commonwealth Agent's Informative Motion With Respect to Oversight Board's Announcement, Dated August 8, 2018, Regarding Certain Terms for COFINA Plan of Adjustment, Official Committee of Unsecured Creditors v. Whyte, Adv. Proc. No. 17-00257, ECF No. 540.
WW		DX-WW		Order (I) Approving Disclosure Statement, (II) Fixing Voting Record Date, (III) Approving Confirmation Hearing Notice, (IV) Approving Solicitation Packages and Distribution Procedures, (V) Approving Forms of Ballots and Electronic Notices, and Voting and Election Procedures, (VI) Approving Notice of Non-Voting Status, (VII) Fixing Voting and Election Deadlines, and (VIII) Approving Vote Tabulation Procedures [Case No. 17 BK 3284, ECF No. 375]
XX		DX-XX		Seventh Supplemental Sales Tax Revenue Bond, adopted on June 10, 2009.
YY		DX-YY		The Securities Terms for the COFINA Plan of Adjustment, attached to the Press Release, Oversight Board Reaches Deal with COFINA Bondholder, Financial Oversight and Management Board for Puerto Rico, dated August 8, 2018 (the "Securities Terms")
ZZ		DX-ZZ		Urgent Motion of Commonwealth Agent Requesting Entry of Order Establishing Hearing Date and a Briefing Schedule for Motion to Enforce Stipulation and Order Approving Procedure to Resolve Commonwealth-COFINA Dispute in Title III Case of Commonwealth of Puerto Rico [Case No. 17-3283, ECF No. 4057].
AAA		DX-AAA		Stipulation and Agreed Order Related to Commonwealth 9019 Motion [Case No. 17-3283, ECF No. 4202] (the "Enforcement Motion Stipulation")

BBB		DX-BBB		Hearing Transcript, December 19, 2018, at 47:09-48:22.
CCC		DX-CCC		Disclosure Statement for the Second Amended Title III Plan of Adjustment of the Debts of Puerto Rico Sales Tax Financing Corporation [Case No. 17 BK 3283, ECF No. 4364]
DDD		DX-DDD		Title III Plan of Adjustment of Puerto Rico Sales Tax Financing Corporation [Case No. 17-3283, ECF No. 4072]
EEE		DX-EEE		Amended Title III Plan of Adjustment of Puerto Rico Sales Tax Financing Corporation [Case No. 17-3283, ECF No. 4296]
FFF		DX-FFF		Second Amended Title III Plan of Adjustment of Puerto Rico Sales Tax Financing Corporation [Case NO. 17-3283, ECF No. 4392]
GGG		DX-GGG		Notice Regarding the Proper Method for Submission of Objections to the Proposed COFINA Plan of Adjustment [Case No. 17-3283, ECF No. 4441]
HHH		DX-HHH		Order Granting Urgent Motion for Entry of Order Extending Election of Distribution Deadline in Connection with the COFINA Plan of Adjustment [Case No. 17-3283, ECF No. 4583]
III		DX-III		Exhibit 1 to Objection of PROSOL□UTIER: Report of José I. Alameda Lozada
JJJ		DX-JJJ		Exhibit 2 to Objection of PROSOL□UTIER: CV of José I. Alameda Lozada
KKK		DX-KKK		Exhibit 3 to Objection of PROSOL□UTIER: Declaration of José I. Alameda Lozada
LLL		DX-LLL		UTIER's Amended Adversary Complaint (17□ap□229)
MMM		DX-MMM		APRUM's Adversary Complaint (17□ap□197)
NNN		DX-NNN		Exhibit C to APRUM's Adversary Complaint: Analysis of José I. Alameda Lozada
OOO		DX-OOO		Distribution of Monthly Collection – 2016-17, 2017-18, 2018-19 Fiscal Years
PPP		DX-PPP		COFINA Fiscal Plan (September 7, 2018 Revision)
QQQ		DX-QQQ		English Version of the Puerto Rico Sales Tax Financing Corporation Act ("New Bond Legislation") Act 241-2018
RRR		DX-RRR		Order Granting Urgent Motion for Entry of Order Extending Election of Distribution Deadline in Connection with the COFINA Plan of Adjustment (17-bk-3284; ECF No. 400)
SSS		DX-SSS		COFINA Fiscal Plan (October 18, 2018)

TTT		DX-TTT		Act of May 13, 2006, No. 91-2006, 2006 P.R. Laws 246 et seq. (codified as amended at P.R. Laws Ann. tit. 13, § 12) (as amended, “Act 91”)
UUU		DX-UUU		Puerto Rico Constitution (English Version)
VVV		DX-VVV		Certificate of Service of Solicitation Materials [Case No. 17-3284, ECF No. 387] (“Mailing Affidavit”)
WWW		DX-WWW		Certificate of Publication [Case No. 17-3283, ECF No. 4615] (“Publication Affidavit”)
XXX		DX-XXX		Certificate of Service [Case No. 17, 3283, ECF No. 4645] (“Radio Affidavit”)
YYY		DX-YYY		[Intentionally Left Blank]
ZZZ		DX-ZZZ		Stipulation and Order [Adv. Pro. No. 17-00133, ECF No. 415]

[Remainder of page left intentionally blank]

Dated: January 14, 2019
San Juan, Puerto Rico

Respectfully submitted,

/s/ Hermann D. Bauer

Hermann D. Bauer
USDC No. 215205
O'NEILL & BORGES LLC
250 Muñoz Rivera Ave., Suite 800
San Juan, PR 00918-1813
Tel: (787) 764-8181
Fax: (787) 753-8944
Email: hermann.bauer@oneillborges.com

Martin J. Bienenstock (*pro hac vice*)
Brian S. Rosen (*pro hac vice*)
Jeffrey W. Levitan (*pro hac vice*)
PROSKAUER ROSE LLP
Eleven Times Square
New York, NY 10036
Tel: (212) 969-3000
Fax: (212) 969-2900
Email: mbienenstock@proskauer.com
Email: brosen@proskauer.com
Email: jlevitan@proskauer.com

Michael A. Firestein (*pro hac vice*)
Lary Alan Rappaport (*pro hac vice*)
PROSKAUER ROSE LLP
2029 Century Park East
Suite 2400
Los Angeles, CA 90067
Tel: (310) 557-2900
Fax: (310) 557-2193
Email: mfirestein@proskauer.com
Email: lrappaport@proskauer.com

*Attorneys for the Financial Oversight and
Management Board as representative of the
Debtor*